

MASSACHUSETTS FOOD ASSOCIATION, INC.

BY – LAWS

Revised 10/7/04

MASSACHUSETTS FOOD ASSOCIATION

AGREEMENT OF ASSOCIATION

ARTICLE I

NAME

1. The name of this voluntary association shall be Massachusetts Food Association.

ARTICLE II

PURPOSES

1. The purposes for which this Association are formed are to promote, foster, aid, advance and protect the interests of the food industry including but not limited to retailers, manufacturers, wholesalers, distributors and service companies doing business in the Commonwealth of Massachusetts at local, state, and national levels of government, in government relations, education, public relations, and to represent the food industry's point of view in matters affecting the industry, its employees, the consumers and the public, and to cooperate with other business and consumer organizations and with government agencies, local, state and national, in carrying out these purposes.

The Association shall provide liaison between its members and all governmental organizations whose activities may have a bearing on the business engaged in by members of the Association. The Association shall provide programming and services which will encourage its members to participate in the activities of the Association. The Association may conduct or engage in all lawful activities in furtherance of the foregoing purposes.

ARTICLE III

MEMBERSHIP, DUES, APPLICATION & ELECTION

MEMBERSHIP

1. Any person, firm, or corporation, engaged in any facet of the food industry including but not limited to retailing, manufacturing, wholesaling, distributing or servicing within the Commonwealth of Massachusetts shall be eligible for membership in this Association under such conditions as may be prescribed from time to time by the Board of Directors. For purposes of identification only, members shall be classified as “retail” and “non-retail”.

DUES

2. The dues for all members shall be determined from time to time by the Board of Directors.

APPLICATION & ELECTION

3. All applications for membership in the Association shall be to the Board of Directors and shall provide such information as it may request. Upon acceptance of the application and payment of dues, the applicant shall become a member in good standing. The Board of Directors may accept any application by a majority vote of those Directors present and voting.

DESIGNATION OF REPRESENTATIVES

4. If a member of the Association is a firm or corporation it may from time to time be represented by a person or persons designated by it. Such a person or persons shall cast the member’s vote, if the member is entitled to a vote, and shall act for the member in all affairs of the Association. The designation of a representative pursuant to this section shall be deemed to have given such designee the full rights to act for and in behalf of the member.

FAILURE TO PAY DUES

5. Members who fail to pay dues within 60 days after having received notice thereof shall be automatically suspended and shall not be entitled to participate as a member in the Association until such dues have been paid.

SUSPENSION EXPULSION

6. The Board of Directors may suspend or expel any member of the Association for nonpayment of dues or for any other good reason provided, however, that the member shall be entitled to a hearing if the reason for expulsion is other than nonpayment of dues or assessments.

ARTICLE IV

BOARD OF DIRECTORS

BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by the Board of Directors who may exercise all the powers of the Association except as may otherwise be provided herein.

VACANCIES

In the event of any vacancy on the Board of Directors or in any office, the then remaining Directors may fill the position for the balance of the term at any meeting called for the purpose. Past Chairmen of the Board of Directors who are employed by a member in good standing in the Association and who are still active in the industry shall become ex-officio members of the Board.

ELECTION OF DIRECTORS

2. The Board of Directors shall be elected by the members of the Association as follows:

AFFILIATED ASSOCIATION

A. The members of each of the following named affiliated associations shall have the right to elect one director if such association is “active” on the date of the Annual Meeting of the Association: Boston Retail Grocers Association and the Grocery Manufacturers Representatives of N. E. A local association is “active” for the purposes of electing a director if it has 20 or more members at the date of the Annual Meeting of the Association. Two or more of the named Associations may combine to form one active association which shall have the right to elect a director.

PRESIDENT

B. The President of the Association shall by virtue of his/her election to that office by the Board of Directors be a full member of the Board of Directors.

**DIRECTORS OTHER THAN
RETAIL MEMBERS**

C. The members of the Association shall have the right, but not be obligated to elect up to 25 non-retail members as Directors.

**DIRECTORS RETAIL
MEMBERS**

D. The members of the Association shall have the right, but not be obligated to elect up to 25 directors as representatives of retail members.

HONORARY MEMBER

E. The members of the Association shall have the right, but not be obligated to elect a non-voting honorary member as a Director.

TERM OF OFFICE

3. Directors shall hold office until the next Annual Meeting of members and thereafter until their successors are chosen and qualified. Any Director may resign by delivering his/her written resignation to the Association at its principal office or to the Chairman of the Board or Secretary. Such resignations shall be effective upon receipt unless specified to be effective at some other time or upon the happening of some other event.

REMOVAL OF DIRECTORS

4. The members of the Association may remove any Director with or without cause by a vote of the majority of the members voting and present at any meeting called for that purpose, provided that a Director may be removed for cause only after s/he has received reasonable notice and has been given an opportunity to be heard by the members prior to action thereon. Any Director who fails to attend three scheduled Board meetings in a calendar year without approval by the Chairman, shall automatically be removed, without the requirement of a Board vote.

REGULAR MEETINGS

NOTICE

5. Regular meetings of the Board of Directors may be held without call or notice at such places within or without the Commonwealth, and at such times as the Directors may from time to time determine, provided that any Director who is not present when such determination is made shall be given reasonable notice thereof by mail, sent postage prepaid, to his/her business or home address.

SPECIAL MEETINGS

6. Special meetings of the Board of Directors may be held at any reasonable time and place designated in a call by the Association President, Chairman of the Board, Treasurer, or by a majority of the then Directors.

CHAIRMAN OF THE BOARD

7. The Chairman shall preside at all meetings of the Board of Directors and in his/her absence any one of the Vice Chairmen may preside; otherwise any of the other officers may be appointed by the Directors to preside.

NOTICE OF SPECIAL MEETINGS

8. Notice of all special meetings of the Board of Directors should be given to each Director by the Secretary or in case of death, absence, or incapacity or refusal of such person by one of the Directors calling the meeting. Notice shall be given to each Director in person or by telephone or telegram sent to his/her business or home address at least 48 hours in advance of the meeting. Notice need not be given to any Director if a written waiver of notice, executed

by him/her, before or after the meeting, is filed with the records of the meeting, or to any Director who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him/her. A notice or waiver of notice need not specify the purpose of the meeting.

QUORUM

9. At any meeting of the Board of Directors a majority of the Directors then in office shall constitute a quorum for the transactions of business. Any meeting may be adjourned from time to time by a majority of the votes properly cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. Except as otherwise expressly provided by law or by the Articles of Organization or by the By-Laws of the Corporations, as amended, the affirmative vote of a majority of the Directors present at any meeting at which a quorum is present shall be sufficient to transact any business which may properly come before the meeting.

VOTING

10. Each Director shall have one vote. In the event that a company has more than one representative on the Board under Article IV (1), said company will have one vote.

ACTION AT MEETING

11. At any meeting of the Board of Directors at which a quorum is present, the vote of the majority of those present on any matter, unless a different vote is specified by this agreement of Association, shall be sufficient.

ACTION BY CONSENT

12. A consent signed by all the Directors and filed with the records of the Directors' meetings shall be treated as a vote of the Directors for all purposes.

COMMITTEES

13. The Board of Directors may appoint and establish such committees as it may from time to time wish with such power and authority as it shall specify from time to time, and may delegate the appointment of the members of such committees to the Chairman or such other officer as the Board may specify. Such committees shall examine issues and render advice in areas of legislation, education, government, finances, public relations, consumer affairs, and other areas of interest to the members.

EXECUTIVE COMMITTEES

14. The Chairman may appoint from among the Board of Directors an Executive Committee, to exercise such powers of the Board of Directors between meetings thereof as the Board may from time to time determine. Such Executive

Committee shall consist of not less than one Director elected under Article IV, Sections 2A, 2C, and 2D. The Chairman and President shall be members of the Executive Committee ex. officio. The immediate past Chairman of the Board shall become the Chairman of the Executive Committee upon completion of term of Chairman of the Board.

ARTICLE V

MEETINGS OF MEMBERS

ANNUAL MEETING

SPECIAL MEETINGS

1. The Annual Meeting of the members of the Association shall be held at such time and in such place as shall be determined by the Board of Directors. Special meetings of the members of the Association shall be held as determined by the Board of Directors by a call of the Chairman or by a call of the Secretary at the request of 25 or more members of the Association.

NOTICE OF MEETINGS

2. A written notice of every meeting of members stating the place, date and hour thereof, and the purposes for which the meeting is to be held, shall be given by the Chairman or the Secretary at least 10 days before the meeting to all members by mail, or in such other way as the Board of Directors shall order, postage prepaid to the last known post office address of each member.

WAIVER OF NOTICE

No notice need be given to any member if a written waiver of notice, executed before or after the meeting by the member or his/her attorney, thereunto duly authorized is filed with the records of the meeting.

NOMINATIONS

COMMITTEE

FLOOR

3. A Nominating Committee shall be appointed by the President to report recommended nominations for Directors and the office of the Chairman to the Board of Directors and on their approval to the members at the Annual Meeting. Nominations may also be made at the Annual Meeting by any member.

VOTING

4. Each member shall have one vote. A member may vote in person or by written proxy dated not more than 2 months before the meeting named PROXIES therein. Proxies shall be filed with the Secretary of the meeting before being voted.

ACTION WITHOUT MEETING

5. Any action to be taken by the members may be taken without a meeting if all members consent to the action by a writing filed with the records of the meetings of members. Such consent shall be treated for all purposes as a vote of a meeting.

QUORUM

6. At all meetings of the members a quorum shall constitute 25 members present and voting.

ARTICLE VI

AGREEMENT OF ASSOCIATION AMENDMENT

1. The agreement of Association may be amended at any time by vote of two-thirds of the then Board of Directors.

ARTICLE VII

OFFICERS

OFFICERS

1. The officers of the Association shall consist of the following:
A. Chairman of the Board
B. President/Secretary – Clerk
C. Executive Vice President at will of Board
D. Vice Chairmen
E. Treasurer

ELECTION OF OFFICERS

2. The Chairmen shall be elected annually by the members. All other officers shall be elected annually by the Board of Directors. Officers shall hold office until the next Annual Meeting of members, or until the Board of Directors shall elect his/her successor and his/her successor is chosen and qualified, unless a shorter term is specified in the vote choosing or appointing him/her.

TERM

RESIGNATION

Any officer may resign by delivering his written resignation to the Association at its principal office or to the Chairman or Secretary. Such resignation shall be effective upon receipt unless specified to be accepted effective at some other time or upon the happening of some other event.

REMOVAL

3. The members may remove any officer with or without cause by of a vote a majority of the members attending a meeting called for the purpose, provided that an officer

may be removed for cause only after s/he has received reasonable notice and has been given an opportunity to be heard by the members prior to action thereon.

CHAIRMAN OF THE BOARD

4. The Chairman shall be the Chief Executive Officer of the Association and shall, subject to the direction of the Directors, have general supervision and control of its business. Unless otherwise provided by the Directors, s/he shall preside when present, at all meetings of the members, the Board of Directors, and any committees. S/he shall by virtue of this office be a Director of the Association.

PRESIDENT

5. The President shall serve as Secretary and Clerk of the Association. S/he shall keep a record of the meetings of the Directors and Members and shall also keep a record containing the names and addresses of each member of the Association. S/he shall give notices of the meetings to the members, Directors and officers entitled thereto as provided in this agreement. S/he shall have such powers, duties and tenure as the Board of Directors may from time to time determine.

EXECUTIVE VICE PRESIDENT

6. The Executive Vice President when elected at the will of the Board of Directors, shall assume all duties and responsibilities of the President in his/her absence.

VICE CHAIRMEN

7. The Vice Chairmen shall have such powers and duties as the Board of Directors may from time to time determine. Vice Chairmen need not be Directors of the Association.

TREASURER

8. The Treasurer shall, subject to the direction of the Board of Directors, have general charge of the financial affairs of the Association, shall have custody of all funds, securities, and valuable documents, except as the Directors may otherwise provide, and shall be a Director.

TEMPORARY SECRETARY

9. In the absence of the Secretary from any meeting of the members or Directors, a Temporary Secretary, designated by the person presiding at the meeting, shall perform the duties of the Secretary.

INDEMNIFICATION OF OFFICERS & DIRECTORS

10. Each person now or hereafter a Director or officer of this Association, shall be indemnified by this Association against all expenses and losses reasonably incurred or suffered by him/her in connection with any claim, action, suit, or proceedings, civil or criminal, actual or threatened,

to which he may be made a party by reason of his being or having been such Director or officer as aforesaid, by reason of his alleged acts or omissions as such Director and Officer, except with respect to any matter as to which s/he shall have been adjudicated in any proceeding not to have acted in good faith and in the reasonable belief that his/her action was in the best interests of the Association, provided, however, that the Association may compromise and settle any such claim, action, suit or proceeding and pay such expenses and losses, if such settlement and the payment appear to be for the best interest of the Association in the judgment of a majority of the disinterested members of the Board of Directors, whose judgment on the matter shall be final.

11. The Association shall secure and maintain in force such bond or insurance as the Board may determine appropriate in order to implement this section.

ARTICLE VIII

SIGNATURES – FISCAL YEAR

SIGNATURES

1. All checks, drafts or orders for payment of money in the amount of \$200 or less may be signed by the President alone. All checks, drafts or orders for the payment of money in excess of \$200 shall be signed by the President and the Chairman or Treasurer. The Executive Vice President is authorized to disburse funds as specified above where circumstances demand payment and the President is not available.

2. Notwithstanding the foregoing, the President may sign checks alone in excess of \$200 for ordinary administrative expenses incurred by the Association including but not limited to payments for salaries and wages, withholding taxes and social security, insurance plans, telephone, printing, bulletins and postage. The Executive Vice President is authorized to disburse funds as specified above where circumstances demand payment and the President is not available.

FISCAL YEAR

3. The fiscal year of the Association shall be June 1 through May 31. A full audit of the Association's financial statements shall be conducted at least every third fiscal year.

